



Report to the Plan Commission

February 4, 2009

Legistar I.D. #13534

160 Westgate Mall

Conditional Use – Planned Commercial Site

Report Prepared By:
Timothy M. Parks, Planner
Planning Division

Requested Action: Approval of a major alteration to an existing conditional use for a commercial center containing 40,000 or more square feet of floor area of which 25,000 square feet is retail to allow demolition of the southern portion of Westgate Mall to allow construction of a stand-alone 80,476 square-foot grocery store with outdoor eating area and drive-up service window. The project also results in the creation of a planned commercial site.

Applicable Regulations & Standards: Section 28.04 (24) identifies a planned commercial site containing more than 40,000 square feet of gross floor area and where 25,000 square feet of gross floor area is designed or intended for retail use or for hotel or motel use as a conditional use. The same uses are included as conditional uses in C2 zoning in Section 28.09 (3)(d), which also includes outdoor eating areas and drive-up service windows as conditional uses. Section 28.12 (11) provides the guidelines and regulations for the approval of conditional uses. Section 33.24 (4)(f) provides the standards for large retail establishments.

Summary Recommendation: If the Plan Commission can find the addition of the proposed Hy-Vee grocery store at Westgate Mall to be in conformance with the recommendations in the Comprehensive Plan and the requirements for large-format retail establishments, the Planning Division recommends that the Commission find conditional use standards met and **approve** the project, subject to input at the public hearing and the conditions of approval from City agencies that begin on page 10.

Background Information

Applicant: Pete Hosch, Hy-Vee, Inc.; 5820 Westown Parkway; West Des Moines, Iowa.
Agent/Contact: Bill Dunlop, Foth Infrastructure & Environment, LLC; 1402 Pankratz Street, Suite 300; Madison.
Property Owner: Westgate Mall 1999, LLC; 1720 S. Bellaire Street #1209; Denver, Colorado

Proposal: The applicant proposes to demolish the existing southern third of the existing shopping center building to accommodate construction of an 80,476 square-foot grocery store with outdoor eating area and pharmacy drive-up service window. The applicant wishes to begin construction on May 15, 2009, with completion scheduled for one year later.

Parcel Location: The overall subject site is an approximately 17.2-acre addressed as 160 Westgate Mall. The property generally extends along the east side of S. Whitney Way from Tokay Boulevard to Odana Road and is located in Aldermanic District 20; Madison Metropolitan School District.

Existing Conditions: The site is occupied by the one-story Westgate Mall shopping center.

Surrounding Land Use and Zoning:

North: Office buildings across Tokay Boulevard, zoned C2 (General Commercial District);

South: South of Odana Road, multi-tenant residences, zoned R4 (General Residence District) and single-family residences in the Midvale Heights neighborhood;

West: Retail uses across S. Whitney Way, including the Whitney Square shopping center, Copp's grocery store, Walgreens, Applebee's and others, zoned C2 and C3L (Commercial Service & Distribution District);

East: Epic Systems Corp. office building, zoned PUD-SIP; Odana School Park.

Adopted Land Use Plan: The Comprehensive Plan identifies Westgate Mall as a site for transit-oriented and community mixed-use redevelopment.

Environmental Corridor Status: The subject site is not located in a mapped environmental corridor. The adjacent City park is identified as public land on the corridor maps.

Public Utilities and Services: This property is served by a full range of urban services.

Zoning Summary: Existing C2 (General Commercial District) zoning:

Requirements	Required	Proposed
Lot Area	6,000 square feet	17.2 acres (existing parcel)
Lot Width	50'	230' (existing parcel)
Front Yard	0'	360' (to proposed Hy-Vee)
Side Yards	0'	50' (to proposed Hy-Vee)
Rear Yard	10'	120' (to proposed Hy-Vee)
Floor Area Ratio	3.0	less than 1.0
Building Height	--	1 story
No. Parking Stalls	267 (for Hy-Vee)	466 (for Hy-Vee)
Accessible Stalls	9	10
Loading	3 (10' x 35')	4 (10' x 35')
No. Bike Parking Stalls	48	48 (see condition #36, page 14)
<i>Prepared by: Pat Anderson, Asst. Zoning Administrator</i>		

Project Review

The applicant is requesting approval of a major alteration to the existing conditional use planned commercial site for Westgate Mall to allow demolition of approximately 62,000 square feet of the existing center to accommodate construction of a standalone 80,476 square-foot Hy-Vee grocery store.

Existing Conditions

The proposed grocery store building and associated parking and loading will occupy the southern approximately 7.7 acres of the Westgate Mall property, which totals 17.2 acres of property generally extending along the east side of S. Whitney Way from Tokay Boulevard to Odana Road. The existing mall building is an L-shaped, primarily one-story structure setback from Whitney Way with the exception of several small tenant spaces located along the western façade adjacent to the S. Whitney just south Tokay Boulevard and currently contains approximately 260,000 square feet of floor area. Current and

recent tenants of the center include T.J. Maxx, Dunham's Sporting Goods, Woodcraft, Klinke's Cleaners (which includes a drive-up service window), Madison Cosmetology College, Hancock Fabrics, Famous Footwear, Wisconsin Craft Market and the recently closed Marcus Westgate Art Cinemas.

The subject site does not include the Mobil gas station that occupies the northeast corner of S. Whitney and Odana, which is located on a separate parcel and shares no access with the Westgate parcel, thereby excluding it from the planned commercial site. The southeasterly corner of the Westgate property also abuts S. Segoe Road for approximately 430 feet, with the remainder of the eastern property line of the site abutting Odana School Park and an Epic Systems Corp. office building. The shopping center is oriented to other primarily retail uses located along S. Whitney Way, including the Whitney Square retail center, Copp's grocery store, Walgreen's, Applebee's restaurant and others. University Research Park and Metro's West Transfer Point are generally located north and northwest of the site across Tokay Boulevard.

Parking for the mall is currently provided in approximately 790 parking stalls primarily located between the building and S. Whitney Way. Access to the shopping center is provided by two driveways from S. Whitney and one each from Tokay Boulevard, Odana Road and S. Segoe Road. The drive-up service window for the Klinke's Cleaners is located along the southern façade of the mall adjacent to the Odana Road driveway.

Plan Review

The project calls for the removal of approximately the southern third of the mall, including the portions of the center currently or previously occupied by Dunham's Sporting Goods, Woodcraft, The Avenue and Klinke's Cleaners. The portion of the mall building from the T.J. Maxx store north, including the portion of the building paralleling Tokay Boulevard, will generally be unchanged as part of the proposed development with the exception of a new south façade adjacent to the T.J. Maxx store, which will sit opposite the north wall of the proposed grocery store building.

The 80,476 square-foot grocery store will primarily be oriented to the west towards S. Whitney Way, with a secondary entrance to be located along the southern façade facing Odana Road. Among the features of the proposed grocery store are a 4,934 square-foot wine and spirits department adjacent to the Odana Road entrance, a pharmacy department with drive-up service window along the western façade (adjacent to a lane for grocery loading), and a casual dining area and coffeehouse with adjacent outdoor eating area to be located at the northwest corner of the building. The building will include a mezzanine level along the western façade that will include store offices and a club room. A 520 square-foot bank tenant space is also included within the store, which will be operated by a third-party. The grocery store proposes to operate 24 hours a day, while the wine and spirits department will close at 9:00 PM in accordance with State law. The floorplans for the store suggest that the Odana Road entrance can remain open during hours when the wine and spirits department is closed, though the developer has not provided details on that aspect of their operation.

The exterior of the proposed grocery store will primarily be constructed of precast concrete panels accented by contrasting columns and a base course of brick primarily along the western, southern and northern facades. The eastern, rear façade will include a similar pattern of columns and base treatments, though painted precast concrete is proposed to replace brick on the northern two-thirds of that elevation. The street-facing facades will also incorporate wall projections, windows and an EIFS cornice to add visual interest to the façade. These treatments will also be wrapped around the eastern and northern facades visible from perimeter streets. Additional windows have been added along the northern and eastern facades at the request of the Urban Design Commission to provide increased visual interest and limited natural lighting to those elevations.

Parking for the proposed grocery store will be provided in 466 stalls, with 394 of the stalls to be located in eight aisles between the western façade of the store and S. Whitney Way. Another 22 of the stalls will be located along the southern façade near the secondary entrance. The remaining stalls will be located along the northern wall of the store and at the rear of the building. Four loading berths will be provided at the rear of the store along the eastern façade. An approximately 10-foot tall wall will screen the loading area. Primary access to the grocery store will be provided from the existing S. Whitney Way driveways and from a relocated driveway onto Odana Road. The new Odana Road driveway will generally align with the proposed flow of traffic along the front façade of the store and with Odana Lane to the south. The project also calls for the driveway onto S. Segoe Road to be relocated to the east to abut the easterly property line. Both the new S. Segoe Road and Odana Road driveways will include full median breaks onto those streets.

As part of the construction of the grocery store, the applicant proposes to reconstruct the southern portion of the existing Westgate Mall parking field to include landscaping islands throughout the lot and two dedicated pedestrian walkways connecting the front of the store to S. Whitney Way. Two sidewalks will also be extended into the site from Odana Road, including one to be located along the east side of the Odana Road driveway parallel with the front, western wall of the store and another connecting the southern, secondary entrance to the Odana sidewalk. A substantial landscaping plan has been submitted, which includes significant landscaping additions along the perimeter of the southern portion of the site, around the base of the proposed grocery store and along the rear of the building to soften the appearance of the back of the structure and loading area. The plan also makes reference to the addition of screening in Odana School Park adjacent to the eastern property line of the subject site. Such an improvement in the park would require a separate approval from the Park Superintendent and/or the Board of Parks Commissioners.

With the exception of a new southern wall for the remaining mall building adjacent to the T.J. Maxx tenant space, no significant changes to the remainder of Westgate Mall are proposed in the near-term. The new southern wall of the mall building will be constructed of either precast concrete panels or concrete block to be accented with contrasting brick columns similar to the treatment proposed for the northern elevation of the Hy-Vee. A "green screen" will be planted along the new southern wall, with various grasses and perennials to be planted along the northern side of the drive separating the two buildings.

Following completion of the proposed grocery store, the applicant indicates that Westgate Mall will contain approximately 277,656 square feet of floor area and approximately 830 parking stalls.

The Urban Design Commission reviewed the plans for the proposed grocery store and recommended final approval of the project on January 21, 2009 with conditions (see attached reports).

Conceptual Redevelopment Plan for Remainder of Westgate Mall

In response to requests from Planning staff, the owners of Westgate Mall have submitted a conceptual plan for how the remainder of the shopping center could be redeveloped in the future subsequent to the development of the proposed Hy-Vee. While the property owners have not indicated a timeline for the potential implementation of future elements of the plan, it was submitted in an effort to show how the proposed grocery store could fit into the remainder of the center, which the Comprehensive Plan recommends be redeveloped over time as a community mixed-use and transit-oriented development.

The conceptual redevelopment plan for the shopping center generally calls for southern portion of the L-shaped mall building generally located between the food tenants and T.J. Maxx to remain following

development of the Hy-Vee, with a remodeling that could result in the removal of the enclosed front facade in favor of individual storefronts visible from S. Whitney Way similar to other more contemporary large-format centers like Prairie Town Center on Junction Road. The conceptual plan makes reference to streetscape treatments along the western and northern walls that could mimic the treatment being proposed along the western wall of the proposed grocery store.

The plan calls for significant changes to the remainder of the site, including the possible demolition of the recently vacated cinemas, which sit in the rear of the site at the intersection of the westerly and southerly prolongations of the existing L-shaped building. The property owners have suggested that in the interim, such a demolition could provide the mall with additional surface parking in advance of a longer-term redevelopment project, which the conceptual plan suggests could include a four-story parking structure with ground-level retail and an adjacent three-story mixed-use building fronting Tokay Boulevard and a new north-south private drive that would extend from Tokay to Odana Road along the western walls of the Hy-Vee, remaining mall building and new mixed-use/parking building. To the west, a three-story mixed-use building with 2.5 stories of underground parking is shown replacing all or most of the remainder of the western portion of the existing mall, with facades facing S. Whitney Way, Tokay and the mall. The remainder of the redevelopment concept calls for the construction of two two-story commercial buildings to be located along the east side of S. Whitney Way between the two existing driveways onto that street.

This redevelopment concept would result in potentially, 129,400 square feet of commercial space and 228,400 square feet of mixed-used space that could include office and unspecified residential uses. The plan notes that approximately 1,450 parking stalls would serve the center if maximum build-out were achieved, with over 650 of those stalls to be structured.

It should be noted that the future conceptual plans for the northern two-thirds of the site are not part of the application for the Hy-Vee project and will not be part of any formal action for the project.

Project Analysis

The addition of the proposed Hy-Vee grocery store to the southern end of Westgate Mall represents a substantial reinvestment into what could be considered an underutilized and somewhat antiquated shopping center. The reintroduction of a full-service grocery store use to the site (which formerly housed a smaller grocery store some years ago) should considerably increase the amount of activity at the shopping center, while the physical improvements to the southern end of the site should greatly improve the appearance of the center and provide better vehicular and pedestrian circulation through that portion of the property.

A planned commercial site containing more than 40,000 square feet of gross floor area where 25,000 square feet of gross floor area is designed or intended for retail use is a conditional use subject to the standards for the same found in Section 28.12 (11)(g). This conditional use was established to allow consideration of the potential impacts of the proposed conditional use on the transportation system and on the policy objectives for transportation and land use, including noise, air quality and appearance, with Urban Design Commission review of the design and appearance required of the last. In addition, this application will need to be reviewed against the standards and guidelines for large retail establishments found in Section 33.24 (4)(f), which apply to developments containing 40,000 square feet or more of retail space in one or more buildings on a zoning lot.

Conformance with the Comprehensive Plan

In general, the Comprehensive Plan encourages the transformation of existing suburban-style shopping centers and malls like Westgate and nearby Whitney Square shopping center into mixed-use, "town center"-style developments that are as pedestrian and bicycle-oriented as they are automobile-oriented. Stand-alone large retail establishments with large surface parking fields not located within such mixed-used projects are generally discouraged. The Comprehensive Plan also encourages greater connectivity between these redeveloped centers and surrounding neighborhoods.

Also, as noted earlier in this report, the Comprehensive Plan identifies Westgate Mall for community mixed-use (CMU) and transit-oriented development (TOD). Westgate is also designated as part of a future redevelopment and infill area that generally encompasses lands surrounding the intersection of Odana Road and S. Whitney Way.

Community mixed-use districts as generally defined in the Comprehensive Plan are recommended locations for a high-density mix of residential, retail, office and civic uses in a compact urban setting that may encompass many blocks of land. CMU developments are recommended to either be located adjacent to medium- or high-density residential areas or be large enough to accommodate high density residential uses when adjacent to lower-density areas, the latter of which is applicable in the case of Westgate Mall, which abuts a low-density, mostly single-family area to the east. CMU areas are recommended to have a focal point developed at high densities and focused on a commercial core, a plaza or square, a civic use or dense residential development. Buildings with these zones should be located close to the sidewalk with parking located at the rear of the buildings or underground, and pedestrian-level amenities should be provided.

Transit-oriented development is described in the Comprehensive Plan as a "compact, mixed-use development pattern that focuses the highest development densities and intensities in very close proximity to high-capacity transit stops." TOD areas are recommended to include a mix of residential, retail, office and public uses in a compact, walkable environment that makes it convenient for residents, customers, and employees to travel by transit, bicycle, foot, or auto. Like in community mixed-use areas, TOD areas should include mixed-use buildings with ground floor retail, office, and commercial space, and upper floor office and/or residential dwelling units that are located to create a sense of spatial enclosure along the street. Transit-oriented developments should also include high-quality urban open spaces such as plazas or squares and be designed to create a unique sense of place.

The CMU and TOD designations that include the Westgate site also include the Whitney Square/Copp's/Walgreen's blockface on the west side of S. Whitney Way extending from Tokay Boulevard on the north to Odana Road. Ideally, realization of this CMU/TOD-designated area would focus on the transformation of these two blockfaces on each side of S. Whitney Way into a more intensely developed corridor that brings development closer to the street in an attempt to provide spatial enclosure along this section of S. Whitney Way and creates a "main street."

As presented, the Planning Division does not believe that the request before the Plan Commission to allow construction of the stand-alone Hy-Vee grocery store at the southern end of the Westgate Mall property is consistent with any of the Comprehensive Plan objectives and recommendations discussed in this section. Instead, staff feels that the proposal represents a continuation of the existing suburban shopping center form that has been present on this site since the 1960s. To address this concern and in response to requests by Planning staff, the property owners have provided a conceptual redevelopment plan for the rest of Westgate that staff believes could point to a transformation of the site into more of a mixed-use center that better relates to S. Whitney Way. With a commitment by the project team and the property owners to implement facets of the plan, staff feels that it may be possible

for the Plan Commission to find the project more in keeping with the recommendations of the Comprehensive Plan.

Conformance to the Large-Format Retail Establishment Ordinance

The purpose of the Large-Format Retail Establishment ordinance adopted in 2005 was to provide standards for retail developments of 40,000 square feet or more of gross floor area either as one building or in multiple buildings on a single zoning lot. The standards were intended to "[promote] the efficient use of land and [preserve] and [enhance] the urban fabric through a more urban site and building design," and include specifications for the treatment of exterior walls and facades, roofs, entrance locations, parking lots, outdoor storage and loading areas, pedestrian circulation and central features. While the ordinance is intended to apply to all new retail development exceeding 40,000 square feet, it provides that for the "redevelopment, expansion, or remodeling of existing sites, it is the intent of this ordinance to seek improvements, while recognizing that existing constraints will likely make full compliance with all provisions of this section difficult or infeasible." Such projects "shall comply with [the large-format retail establishment] requirements to the extent possible, given the constraints of the existing sites and structure."

In reviewing the most recent iteration of the plans for the Hy-Vee grocery store and granting the project final approval on January 21, 2009, the Urban Design Commission determined that the subject project did constitute "redevelopment" for the purposes of applying the large-format retail establishment ordinance. Planning Division staff concurs, given that, while the southern third of Westgate Mall is being removed to facilitate development of the Hy-Vee, the remainder of the site will be unchanged at the present time. The site is also constrained by surrounding uses that limit the site design creativity that would be possible if the subject site was a new "greenfield" development.

The large-format retail establishment standards require that any building having 40,000 square feet or more of gross floor area incorporate wall plane projections or recesses having a depth of at least three percent 3% of the total length of the facade and extending at least 20% of the length of the facade. The plans presented generally adhere to this requirement, with projecting columns included along the southern and western elevations and the portion of the eastern elevation that will be most visible from S. Segoe Road. The northern facade does not meet the projection/recess requirement, however.

The ordinance requires ground floor facades that face or abut public streets with pedestrian and vehicular access to incorporate arcades, windows for vision, display, or daylighting, customer entrances, awnings, canopies, or porticos, and outdoor patios, or community features along no less than 60% of their horizontal length in a manner determined sufficient by the Plan Commission. The plans submitted include an awning-covered store entrance and windows for daylighting along the Odana Road elevation. The S. Segoe Road facade, however, contains no entrances, limited windows for daylighting and doesn't meet the requirements for ground floor facades for design features along 60% of the horizontal length. The building does include the color, texture and material changes along the street-facing walls, as required, and generally calls for the use of high-quality building materials throughout.

The ordinance requires that rooflines of large-format retail buildings be varied with a change in height every 75 linear feet in the building length and that rooftop mechanical equipment be screened from view by integrated architectural elements, such as parapets. The grocery store design calls for parapets of various heights to be incorporated along most of the southern and western elevations and on portions of the northern and eastern walls. However, the roofline variations required are not provided along most of the northern and eastern elevations and roof screens are instead proposed to screen the mechanical equipment.

A development must have at least one element of one building with a maximum setback of 20 feet, adjacent to a street frontage that abuts a right of way that is projected to have the most pedestrian activity associated with the building. This requirement can be varied to a 65-foot to 85-foot setback with parking in between so long as one portion of the development is within 20 feet of the street with the greatest pedestrian activity, which is Odana Road in this case. The proposed Hy-Vee will not comply with this provision, as no portion of the building will be within 20 feet of the street and instead will be set back from the street behind a single-loaded parking and circulation aisle. The applicant has noted to staff and the Urban Design Commission that it cannot bring the building closer to Odana Road and maintain adequate circulation throughout the Westgate Mall property. Staff feels that the orientation of the building to Odana Road is adequate and that strict application of this requirement is infeasible given existing site constraints. In general, staff believes that the circulation pattern through the site proposed by the applicant should be an improvement over the existing conditions.

The Zoning Ordinance requires 267 parking spaces to serve the proposed Hy-Vee grocery store; 476 spaces are proposed. The large-format retail establishment ordinance requires that any parking provided that exceeds the minimum requirements by more than 60% include a stormwater infiltration plan that may include bioretention swales or permeable paving materials, landscaped areas in addition to existing requirements and/or structured parking as approved by the Plan Commission to sufficiently offset the negative effects of additional paved surfaces. The 476 spaces proposed exceed the 160% threshold by 39 stalls, thereby requiring that at least one of the above items be incorporated. In this case, the applicant has proposed an aggressive, substantial landscaping plan to mitigate the size of the parking lot. A Transportation Demand Management Plan (TDM) is also required because the store exceeds 40,000 square feet and will employ more than 100 employees. A TDM has not been submitted for this project to date but will be required as a condition of approval to be reviewed by Planning and Traffic Engineering Division staff prior to the issuance of building permits.

Areas for outdoor storage, truck parking, trash collection or compaction and loading are required to not be visible from public or private abutting rights of way and are not be located within 20 feet of any public or private street, public sidewalk, or internal pedestrian way. Service and mechanical functions shall be incorporated into the overall building design and use screening and/or landscaping so that the visual and acoustic impacts of these functions are fully contained and out of view from adjacent properties and public streets. Non-enclosed areas for the storage and sale of seasonal inventory shall be permanently defined and screened with walls and/or fences. In general, the Planning Division believes that the applicant has done a sufficient job screening loading and service facilities along the eastern, rear elevation through a combination of an architecturally integrated screen wall and columnar plantings. The location of any outdoor sales is not identified on the most recent iteration of plans for the grocery store and staff would discourage their inclusion due to the limited area for such activities along the perimeter of the building.

The plans presented generally conform to the large-format retail establishment requirements for onsite pedestrian circulation and for pedestrian connectivity to public sidewalks. However, walkways leading from a public sidewalk to a building are required to have adjoining landscaped areas along at least 50% of their length, which one of the proposed walkways from S. Whitney Way does not show. There is also generally a requirement for a 6-foot separation between the front façade of a large-format building and the 8-foot wide sidewalk required to extend in front of it to allow for landscaping except where a community feature is shown. In this case, no landscaping beds are provided at any point along the length of the western façade, though landscaping opportunities have been provided along the southern wall facing Odana Road. Staff will work with the applicant to provide landscaping in these areas where feasible.

Finally, at least one central feature and community space occupying a minimum of 400 square feet in area is required for each 40,000 square feet of building, or 2 in the case of the proposed Hy-Vee. The ordinance allows for patio seating areas, pedestrian plazas, planter walls and other similar amenities to be incorporated into the site design to meet this requirement. In this case, the applicant proposes an outdoor seating area at the northwestern corner of the building adjacent to the store's café as one of the amenities that will meet this requirement. Benches have been provided along the southern façade on both sides of the store entrance from Odana Road. Together, Planning staff feels that these two amenities will be adequate for meeting this requirement.

Midvale Heights-Westmoreland Joint Neighborhood Plan

Westgate Mall is also located with the boundaries of the forthcoming Midvale Heights-Westmoreland Joint Neighborhood Plan, which is presently in draft form. The plan will include recommendations for Westgate to become more of a mixed-use center as it redevelops similar to the recommendations for the site contained in the Comprehensive Plan. The draft neighborhood plan also includes site-specific recommendations for possible building heights, general building placement, circulation through the site and connections to the neighborhood to the east. The draft plan also includes three different scenarios for how the redevelopment of the shopping center could be implemented.

Staff has included the relevant pages of the draft Midvale Heights-Westmoreland Joint Neighborhood Plan containing the recommendations for Westgate Mall revised to date in the Plan Commission's materials *for reference purposes only*. The plan has not yet been finalized by the neighborhood steering committee leading the planning effort or submitted for formal adoption by the Plan Commission and Common Council.

Conclusion

The applicant is requesting approval of a major alteration to the existing conditional use planned commercial site for Westgate Mall to allow demolition of approximately 62,000 square feet at the southern end of the existing center to allow construction of a standalone 80,476 square-foot Hy-Vee grocery store with approximately 476 parking spaces. The proposal before the Plan Commission represents a significant investment to Westgate Mall that will likely to generate considerable activity at the center while providing much needed physical improvements to the southern portion of the property:

The Planning Division agrees that the project will bring benefits to the underutilized 1960's era shopping center and help to increase its viability. It is essential, however, for the long-term future of Westgate Mall to be weighed as well. The Comprehensive Plan includes Westgate Mall as part of a potential redevelopment area surrounding the intersection of S. Whitney Way and Odana Road and recommends that such redevelopment be as a community mixed-use and transit-oriented development.

The Hy-Vee grocery store proposal doesn't implement the objectives and recommendations of the Comprehensive Plan on its own, but instead represents a continuation of the same development pattern that has existed at the site for five decades, which the Comprehensive Plan generally discourages. The property owners have submitted a conceptual redevelopment plan for how the center could be redeveloped into more of a mixed-use project in the future in response to this staff concern. While the conceptual plan contains some elements that may take a decade or longer to realize, such as multi-story, mixed-use buildings and structured parking, it also includes aspects that staff believes could be implemented sooner, such as remodeling of the mall building and the addition of liner buildings along S. Whitney Way, that could begin to point Westgate Mall in the direction of more of the mixed-use

center envisioned for the site in the Comprehensive Plan. The implementation of the conceptual plan is not part of the Hy-Vee proposal, however, and is included for reference purposes to show how Westgate Mall could redevelop in the future.

The Hy-Vee proposal will remake roughly the southern half of the Westgate Mall property, representing a unique opportunity to begin implementing the recommendations of the Comprehensive Plan at this site. If the Plan Commission should wish to find that the conditional use standards are met and approve the Hy-Vee project, the Planning Division recommends that it do so after hearing more specifically from the property owner's about their future plans for the site so that a determination can be made that both the short- and long-term aspects of the project will implement the Comprehensive Plan.

The Plan Commission is also required to determine that the Hy-Vee project meets the requirements for large-format retail establishments contained in Section 33.24(4)(f). While the partial mall demolition and construction of the grocery store represent redevelopment from a site-planning standpoint, which makes adherence to all of the site planning requirements in the ordinance difficult, the Planning Division feels that the proposed grocery store building should meet all of the building-specific requirements of the ordinance. This includes providing projections or recesses along the northern wall and varying the rooflines along the northern and eastern facades as required by the ordinance. The applicant should also work with staff to modify the site plan to include the required landscaping areas along the internal walkways to the extent possible.

If the Plan Commission finds the project in conformance with the Comprehensive Plan, staff believes that it can find the other conditional use standards met subject to the conditions contained in the next section of the report. This includes the outdoor seating area at the northwestern corner of the store, which staff feels will have no impact on surrounding properties, and the drive-up service lanes along the western elevation, which staff feels are well-integrated into the design in a manner that should limit auto-pedestrian conflicts.

Recommendations and Proposed Conditions of Approval

Major/Non-Standard Conditions are shaded

Planning Division Recommendation (Contact Timothy M. Parks, 261-9632)

If the Plan Commission can find the addition of the proposed Hy-Vee grocery store at Westgate Mall to be in conformance with the recommendations in the Comprehensive Plan and the requirements for large-format retail establishments, the Planning Division recommends that the Commission find conditional use standards met and **approve** the project, subject to input at the public hearing, the following Planning Division conditions and the conditions from reviewing agencies:

1. That the applicant submit a Transportation Demand Management Plan for review and approval by the Planning Division and Traffic Engineering Division prior to the issuance of building permits.
2. That no outdoor sales occur along the sidewalks adjacent to the perimeter of the proposed grocery store building or in any of the parking areas.
3. That the final plans be revised per Planning Division approval prior to final signoff and the issuance of building permits as follows:

- 3a.) the northern façade shall be revised to incorporate wall plane projections or recesses having a depth of at least three percent 3% of the total length of the facade and extending at least 20% of the length of the façade;
- 3b.) the rooflines along the entire northern and eastern walls of the building shall be varied with a change in height every 75 linear feet in a fashion similar to the other facades;
- 3c.) a "Stop" bar and painted crosswalk shall be added at the southern end of the drive-up service lanes to connect the walkways extending along the southern and western facades of the grocery store;
- 3d.) the applicant work with Planning Division as part of the final signoff of this project to incorporate landscaped areas where possible along at least 50% of the length of pedestrian walkways leading to public sidewalks and along the western façade. This may be accomplished by adjust the widths of the pedestrian aisles and/or parking lot drive aisles.

4. Note: The Park Superintendent and/ or the Board of Parks Commissioners shall approve the installation of any landscaping or screening in Odana School Park related to this project separately.
5. That no delivery, loading, trash removal or compaction, or other such operations shall be permitted between the hours of 10:00 PM and 7:00 AM unless the applicant submits evidence that sound barriers between all areas for such operations effectively reduce noise emissions to a level of 45 dB or less, as measured at the lot line of any adjoining property.

The following conditions have been submitted by reviewing agencies:

City Engineering Division (Contact Janet Dailey, 261-9688)

6. Provide detailed drainage plan, particularly for the loading dock area.
7. Provide details for an exterior grease trap for sanitary sewer discharge.
8. Provide a separate sanitary sewer manhole for purposes of monitoring sewer flow from the grocery store. Contact City Engineer for details.
9. The construction of this building will require removal and replacement of sidewalk, curb and gutter and possibly other parts of the City's infrastructure. The applicant shall enter into a City/ Developer agreement for the improvements required for this development. The applicant shall be required to provide deposits to cover City labor and materials and surety to cover the cost of construction. The applicant shall meet with the City Engineer to schedule the development of the plans and the agreement. The City Engineer will not sign off on this project without the agreement executed by the developer. The developer shall sign the Developer's Acknowledgement prior to the City Engineer signing off on this project.
10. Submit a PDF of all floor plans to Lori Zenchenko lzenchenko@cityofmadison.com so that a preliminary interior addressing plan can be developed. If there are any changes pertaining to the location of a unit, the deletion or addition of a unit, or to the location of the entrance into any unit, (before, during, or after construction) the addresses may need to be changed. The interior address plan is subject to the review and approval of the Fire Marshal.
11. The applicant shall close all abandoned driveways by replacing the curb in front of the driveways and restoring the terrace with grass.

12. The approval of this conditional use does not include the approval of the changes to roadways, sidewalks or utilities. The applicant shall obtain separate approval by the Board of Public Works and the Common Council for the restoration of the public right of way including any changes requested by developer. The City Engineer shall complete the final plans for the restoration with input from the developer. The curb location, grades, tree locations, tree species, lighting modifications and other items required to facilitate the development or restore the right of way shall be reviewed by the City Engineer, City Traffic Engineer, and City Forester.
13. The applicant shall replace all sidewalk and curb and gutter that abuts the property, which is damaged by the construction, or any sidewalk and curb and gutter that the City Engineer determines needs to be replaced because it is not at a desirable grade regardless of whether the condition existed prior to beginning construction.
14. A City licensed contractor shall perform all work in the public right-of-way.
15. All street tree locations and tree species within the right of way shall be reviewed and approved by City Forestry.
16. The plan set shall be revised to show a proposed private internal drainage system on the site. This information shall include the depths and locations of structures and the type of pipe to be used.
17. The applicant shall demonstrate compliance with Section 37.07 and 37.08 of the Madison General Ordinances regarding permissible soil loss rates. The erosion control plan shall include Universal Soil Loss Equation (USLE) computations for the construction period. Measures shall be implemented in order to maintain a soil loss rate below 7.5-tons per acre per year.
18. The City of Madison is an approved agent of the Department of Commerce. This proposal contains a commercial building and as such, the City of Madison is authorized to review infiltration, stormwater management, and erosion control on behalf of the Department of Commerce. No separate submittal to Commerce or the WDNR is required.
19. Prior to approval, this project shall comply with Chapter 37 of the Madison General Ordinances regarding stormwater management. Specifically, this development is required to: control 40% TSS (20 micron particle) off of new paved surfaces; Provide oil & grease control from the first 1/2" of runoff from parking areas, and; complete an erosion control plan and complete weekly self-inspection of the erosion control practices and post these inspections to the City of Madison website as required by Chapter 37 of the Madison General Ordinances
20. The applicant shall submit, prior to plan sign-off, digital CAD files to the Land Records Coordinator in the Engineering Division. (Lori Zenchenko) lzenchenko@cityofmadison.com. The digital copies shall be drawn to scale and represent final construction including: building footprints, internal walkway areas, internal site parking areas, lot lines/ numbers/ dimensions, street names, and other miscellaneous impervious areas. All other levels (contours, elevations, etc) are not to be included with this file submittal. Email file transmissions are preferred. The digital CAD file shall be to scale and represent final construction. Any changes or additions to the location of the building, sidewalks, parking/pavement during construction will require a new CAD file. The single CAD file submittal can be either AutoCAD (dwg) Version 2001 or older, MicroStation (dgn) Version J or older, or Universal (dxf) format. Please include the site address in this transmittal.

21. The applicant shall submit, prior to plan sign-off, digital PDF files to the City Engineering Division. The digital copies shall be to scale, shall have a scale bar on the plan set, and shall contain the following items: building footprints; internal walkway areas; internal site parking areas; lot lines and right-of-way lines; street names, stormwater management facilities and; detail drawings associated with stormwater management facilities (including if applicable planting plans).
22. The applicant shall submit prior to plan sign-off, electronic copies of any Stormwater Management File including: SLAMM DAT files; RECARGA files; TR-55/HYDROCAD/etc., and; sediment loading calculations. If calculations are done by hand or are not available electronically the hand copies or printed output shall be scanned to a PDF file and provided.
23. Prior to approval of the conditional use application, the owner shall obtain a permit to plug each existing sanitary sewer lateral that serves a building that is proposed for demolition. For each lateral to be plugged the owner shall deposit \$1,000 with the City Engineer in two separate checks in the following amounts: (1) \$100 non-refundable deposit for the cost of inspection of the plugging by City staff; and (2) \$900 for the cost of City crews to perform the plugging. If the owner elects to complete the plugging of a lateral by private contractor and the plugging is inspected and approved by the City Engineer, the \$900 fee shall be refunded to the owner.
24. All outstanding Madison Metropolitan Sewerage District (MMSD) and City of Madison sanitary sewer connection charges are due and payable prior City Engineering Division sign-off, unless otherwise collected with the Developer's Agreement.
25. The site plan shall be revised to show all existing public sanitary sewer facilities in the project area as well as the size, invert elevation, and alignment of the proposed service.

Traffic Engineering Division (Contact John Leach, 267-8755)

26. The applicant shall modify the existing and proposed approaches on Odana Road and S. Segoe Road as follows:
 - 26a.) The Odana Road entrance shall be a street type entrance design as determined by the City Traffic Engineer. The applicant shall make modification to the Odana Road median and pavement markings to accommodate the approach.
 - 26b.) The S. Segoe Road approach shall require a median break on Segoe Road to accommodate left and right turns. The applicant will need to work with the Traffic Engineering Division and City Engineering Division on the design and approval by the Board of Public Works. The proposed Segoe Road street type entrances will require the applicant to modify as approved by the City Traffic Engineer and not to extend in front of the adjacent property.
 - 26c.) The applicant shall enter into a subdivision contract or developer's agreement to accommodate proposed street improvements prior final approval.
27. The applicant shall provide on one contiguous plan sheet showing this phase all the facility's access, existing and proposed buildings, layout of parking lots, loading areas, all bike racks, trees, pavement markings, signs and approaches.
28. The applicant shall note on the site plan, "All work proposed in the right-of-way is not being approved as part of the Conditional Use. All work in the right-of-way is approved separately by the Board of Public Works, City of Madison."
29. The applicant shall indicate the type of bicycle racks to be installed and locations for Westgate Mall.

30. When the applicant submits final plans for approval, the applicant shall show the following: items in the terrace as existing (e.g., signs and street light poles), type of surfaces, existing property lines, addresses, one contiguous plan (showing all easements, all pavement markings, building placement, and stalls), adjacent driveway approaches to lots on either side and across the street, signage, percent of slope, vehicle routes, dimensions of radii, aisles, driveways, stalls including the two (2) feet overhang, and a scaled drawing at 1" = 20'.
31. "Stop" and "No Left Turn" signs shall be installed at a height of 7 feet to the bottom of the first sign at the driveway approaches where medians prohibit turns. "Stop" signs shall be installed at a height of 7 feet at driveway approaches. All signs at the approaches shall be installed behind the property line. All directional/regulatory signage and pavement markings on the site shall be shown and noted on the plan.
32. Special design "Street Type Entrance": The applicant shall provide a detail drawing of the "Street Type Entrance" with plan sheets showing details of epoxy pavement markings and signage. In addition, a note shall be shown on the plan, "ALL PAVEMENT MARKING SHALL BE INSTALLED IN EPOXY AND MAINTIAN BY THE PROPERTY OWNER." These pavement markings eight-inch solid white line with a pavement arrow, double yellows dividing ingress/egress, 6-inch white lines for the 6-foot wide crosswalk and 24-inch white stop bar 5 feet behind the crosswalk shall be painted at the intersection of the street. These detail drawing shall be approved by Traffic Engineering staff at final sign off.
33. The developer shall post a deposit and reimburse the City for all costs associated with any modifications to traffic signals, street lighting, signing and pavement marking, and conduit and handholes, including labor, engineering and materials for both temporary and permanent installations.
34. Public signing and marking related to the development may be required by the City Traffic Engineer for which the developer shall be financially responsible.

Zoning Administrator (Contact Pat Anderson, 266-5978)

35. Provide 48 bike parking stalls in a safe and convenient location on an impervious surface to be shown on the final plans. The bike racks shall be securely anchored to the ground or building to prevent the racks from moving. Note: A bike-parking stall is two feet by six feet with a five-foot access area. Where the expected need for bike stalls is unknown, up to 50 percent of the bike stalls (up to 24 stalls) can be deferred. Land area required for the provision of deferred bicycle parking spaces shall be shown on the final plan as a bicycle reserved area.
36. As a Planned Commercial Site, provide a site plan that shows the entire site (not inclusive of conceptual redevelopment plan components). Parking lot plans with greater than twenty (20) stalls, landscape plans must be stamped by a registered landscape architect. Provide a landscape worksheet with the final plans that shows that the landscaping provided meets the point and required tree ordinances. In order to count toward required points, the landscaping shall be within 15' and 20' of the parking lot depending on the type of landscape element. (Note: The required trees do not count toward the landscape point total.)
37. Meet all applicable State accessible requirements, including but not limited to providing a minimum of 3 accessible stall striped per State requirements. A minimum of one of the stalls shall be a van

accessible stall 8' wide with an 8' striped out area adjacent. Show signage at the head of the accessible stall(s).

Metro Transit (Contact Tim Sobota, 261-4289)

Note: Metro Transit operates between four and six buses an hour past this stop location (ID #2665) during regular service hours. The developer shall include the design and locations of the proposed transit amenities on the final documents filed with their permit application so that Metro Transit may review and approve the design.

38. The applicant shall install and maintain a concrete passenger boarding pad at the existing bus stop location on the east side of S. Whitney Way, north of Odana Road. This bus stop sign is installed approximately forty feet north of the property line shared with the gas station, and is generally opposite the proposed pedestrian walkway leading out from the store frontage through the parking lot. The concrete pad shall occupy the full distance of the terrace, measure 6 feet in width parallel to the street, and lie flush between the sidewalk and the top of curb.
39. The applicant shall install and maintain a bench or other seating amenity and a trash receptacle on top of a concrete pad or other suitable surface on the east side of S. Whitney Way, north of Odana Road, in an area adjacent the concrete passenger boarding pad described above.
40. Such passenger amenity requests are typically fulfilled with the applicant installing the items on private property behind the sidewalk. It is Metro Transit's recommendation that the applicant review the potential of placing the amenities outlined above on private property. Placement of privately installed and maintained property on public right-of-way will require the review and approval of additional City agencies, including City Real Estate and City Engineering, prior to Metro Transit giving final approval to the plans.
41. A handicap-accessible connection shall be made between the proposed pedestrian walkway, and the public sidewalk at this bus stop location. This may require cutting a new opening in the existing wall that divides the current parking lot from the public sidewalk along S. Whitney Way.

Fire Department (Contact Scott Strassburg, 261-9843)

This agency did not submit comments in time for inclusion in this report.

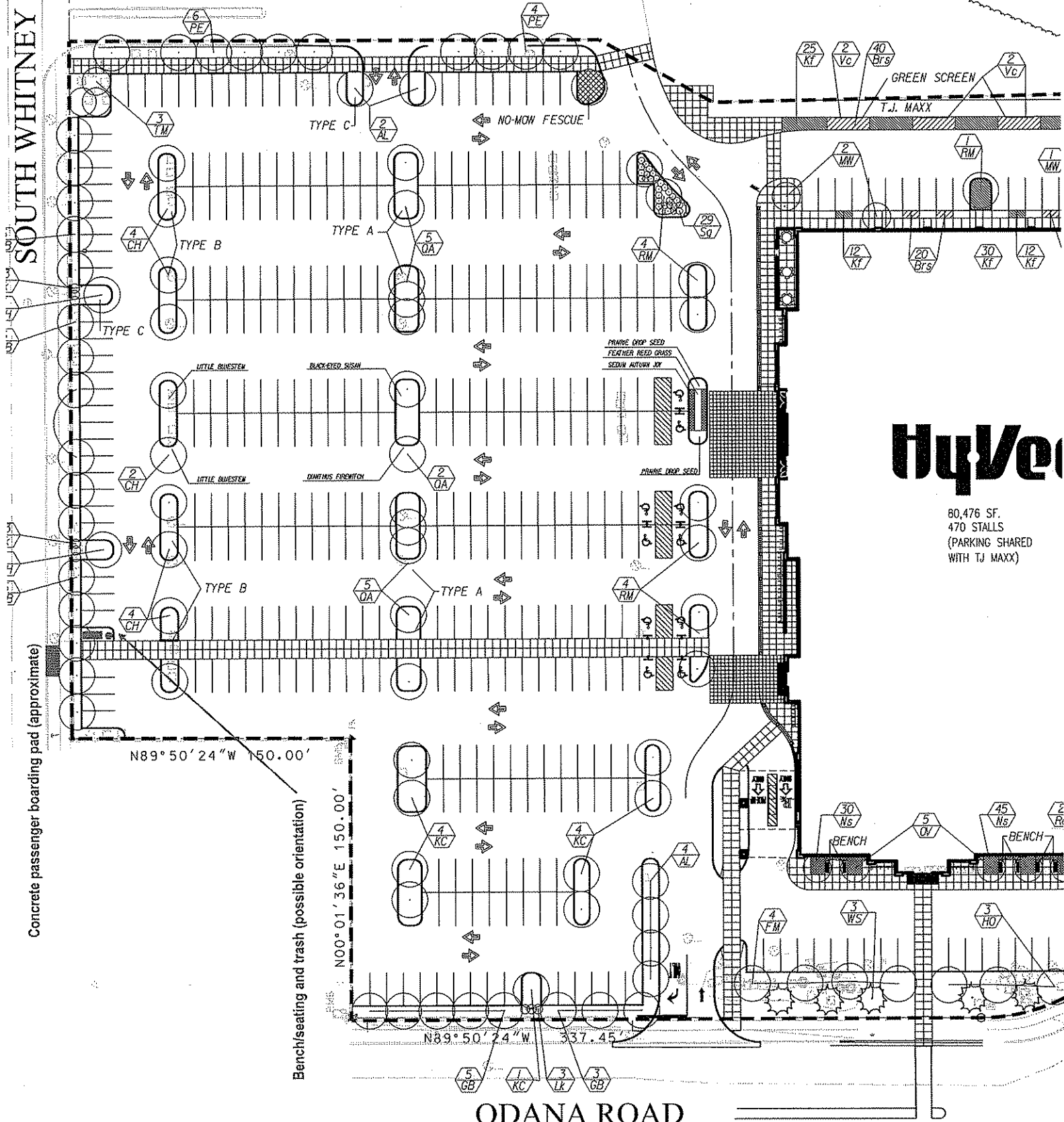
Water Utility (Contact Dennis Cawley, 261-9243)

This agency submitted a response with no conditions of approval for this request.

Parks Division (Contact Si Widstrand, 266-4711)

This agency did not submit a response for this request.

SOUTH WHITNEY WAY



HyVe

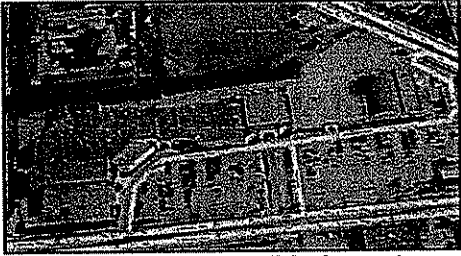
80,476 SF.
470 STALLS
(PARKING SHARED
WITH TJ MAXX)

Concrete passenger boarding pad (approximate)

Bench/seating and trash (possible orientation)

ODANA ROAD

* METRO TRANSIT EXHIBIT *

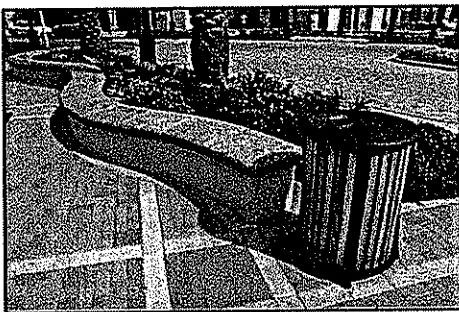


The current Westgate Mall development is characterized by one story buildings set back from the street, with all required parking located between the buildings and the street.



Well defined pedestrian space through the use of windows, materials and awnings.

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Seating Integrated into the Landscape

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Recommendations:

Potential Neighborhood Redevelopment Sites

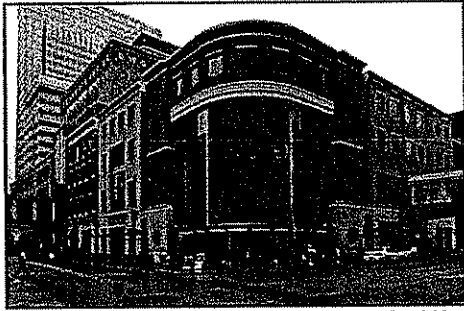
In order to direct and shape future growth, it is necessary to identify potential neighborhood redevelopment sites and prepare land use recommendations to guide the form and character of those areas. The map on page 52 begins this process by identifying locations for potential neighborhood redevelopment and designating them as one of three distinct redevelopment areas: Westgate Mall, Mineral Point/Speedway/Glenway Intersection, and Other Neighborhood Redevelopment. Because each of these areas has its own unique opportunities and challenges, recommendations which include all or some of the following elements are presented for each:

- Heights, massing and setbacks
- General urban design and streetscaping
- Appropriate uses and relationship to surrounding areas
- Linkages
- Parking
- Open space

Westgate Mall

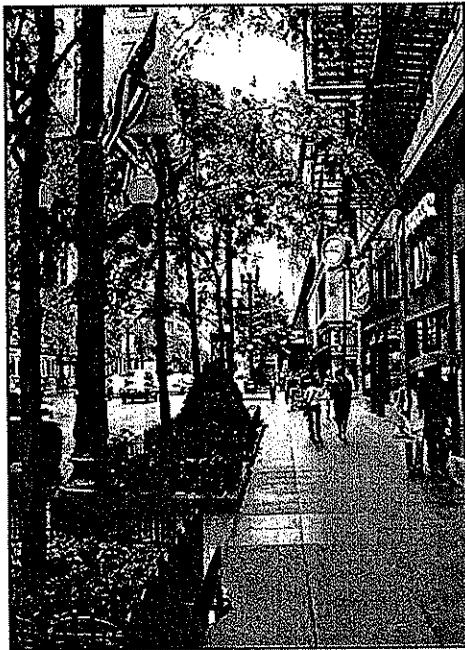
The Westgate Mall is located along the east side of Whitney Way spanning from Odana Road north to Tokay Boulevard. The site is currently occupied by the Westgate Mall and a Mobil gas station. The mall provides a valuable service to the area with it's mix of specialty retailers and shopping offerings. Unlike many surrounding regional malls, Westgate's tenants are primarily local business owners, several of whom operate only at the Westgate site. Affordable rents and an established customer base make Westgate Mall a good place for these businesses to be located. This plan encourages the continued operation of Westgate Mall and it's tenants for as long as economically viable.

If and when Westgate Mall ownership or its current tenants no longer wish to do business at the Mall, or when the local economy provides an opportunity for expanded or other uses on the site, there may be the potential for redevelopment. In this plan, redevelopment of the site is considered the demolishing and/or building of new structures on the Westgate property. If and when that occurs, this plan includes recommendations for building placement, heights, and uses under this scenario. Redevelopment does not include investments made in the existing mall such as facelifts, renovations of the existing structures; efforts to de-mall and remove enclosed walkways, investments in the property grounds, or other efforts short of demolishing the primary selling spaces contained in the mall or constructing new buildings on the site.



Prominent massing & architectural features should be used at major intersections to define the development & maintain the urban form.

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An inviting streetscape complete with multi-level terrace planting, pedestrian scaled lighting, and interesting paving materials.

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Residential uses, such as townhomes, should face existing single-family residential properties along Segoe Road.

The area has potential for redevelopment because of its superior access to major arterials, high visibility and its location near Madison's largest commercial node (West Towne Mall area). In the City of Madison's Comprehensive Plan, the Westgate Mall Redevelopment Site is identified as a Community Mixed Use (CMU) site as well as a potential Transit-Oriented Development (TOD) site. The few specific recommendations provided in the Comprehensive Plan for CMU and TOD sites should be viewed as starting points for the more detailed recommendations included in this document. Some of the key recommendations from the Comprehensive Plan are listed below.

- Well-designed buildings placed close to the sidewalk and street.
- Parking located primarily behind the buildings or underground. On-street parking is recommended where sufficient right-of-way is available.
- Pedestrian-friendly design amenities such as decorative paving and lighting along sidewalks and paths, plazas, benches and landscaping.
- Generally, buildings should be at least two stories in height. Specific height standards should be established in neighborhood or special area plans and should be compatible with the scale and intensity of the district as a whole and the context of the surrounding neighborhood.
- Include uses which generate pedestrian activity.
- Create both vertical and horizontal mixed-uses.
- Connect transit-oriented development to multiple travel modes, important neighborhood destinations, and activity centers.
- Provide a mixture of housing types, sizes, tenures, and costs.
- Place buildings in a manner that creates a sense of street spatial enclosure.
- The development should include a core area of high intensity commercial, employment or mixed-use activity center focal points

Although future redevelopment at the Westgate site should be sensitive to the neighborhoods' residential character, the positioning of the site makes this the most physically and visually isolated redevelopment location identified in the neighborhoods. To the north of the site is University Research Park, to the east of the site lies the Odana School building and park, to the south are moderate sized multi-family buildings, and to the west is more commercial development.

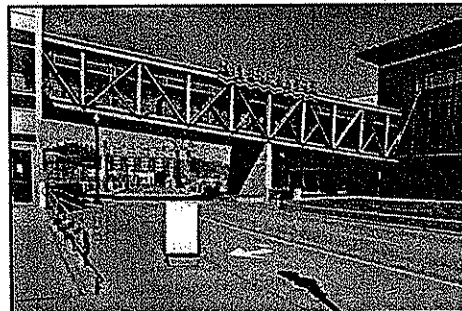
DRAFT



Bus Stop integrated into the building facade.
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Raised or "tabled" crosswalks help make pedestrians more visible to motorists. A center island allows pedestrians to cross one direction of traffic at a time.
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A skywalk connection could improve pedestrian connectivity between the Westgate Mall area and any future redevelopment on the west side of Whitney Way.
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This Whole Foods Market offers parking on the upper level of the building.

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The most sensitive part of the site is to the southeast at Odana and Segoe Roads, where the development prominently faces single-family residences. Recommendations for this site are intended to mitigate negative impacts on the surrounding neighborhood, while also allowing future redevelopment to capitalize on the opportunity present at the Westgate Mall site. In addition, in order to promote contiguity of future development, it is recommended that any redevelopment which may occur at Whitney Square across from Westgate Mall also adhere to the following recommendations.

Accompanying the text recommendations are three example concept plans which show how these recommendations could translate into different future site layouts. However, any number of site layouts could achieve the objectives outlined in this plan's text and the included concept plans are not meant to dictate precisely how structures on the site are to be arranged.

Heights:

- Six stories maximum in the northwest corner of the site (Whitney Way and Tokay Boulevard) with stepbacks for fifth and sixth floors.
- Four stories maximum for the northeast corner of the site along Tokay Boulevard and abutting the Odana School building with stepbacks for the fourth floor.
- Four stories maximum in the southwest corner (Odana Road and Whitney Way) with the structure transitioning to three stories maximum as it wraps around onto Segoe Road.

Massing and Setbacks:

- *Specific setback language is being written.*
- The position of structures should allow for visual access into the site from as many points as possible. This will reduce the perceived mass of the buildings and provide a better transition to the surrounding neighborhoods.
- All of the structures should be positioned around a connected greenspace or public plaza system with one or more central open spaces which open toward the neighborhood to the east.

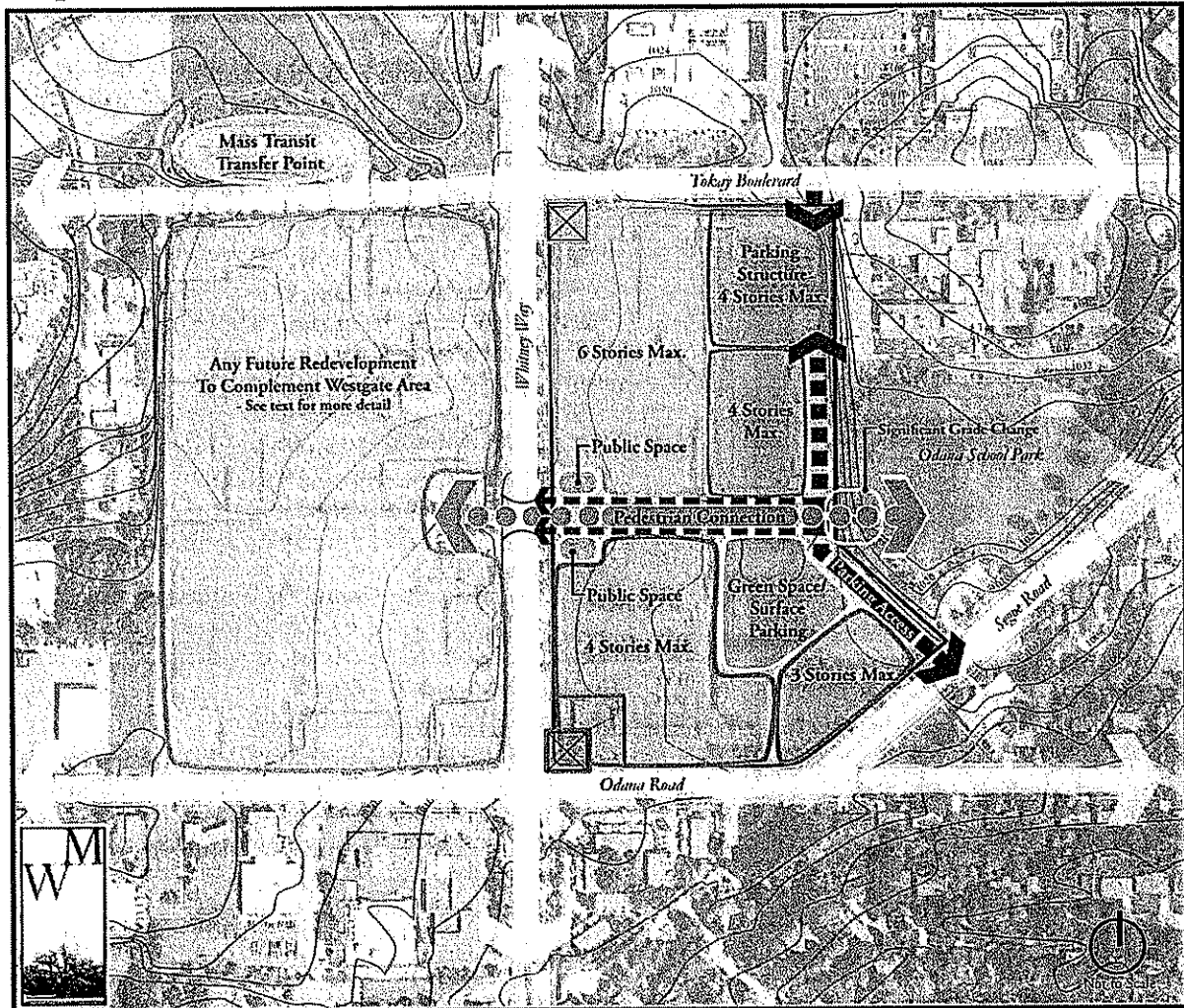
General Urban Design and Streetscaping:

- Although variation and innovation is encouraged, all buildings should incorporate some of the following architectural elements and materials in order to ensure the buildings are consistent with the residential character of the neighborhood:
 - Long, flat or hipped roof lines.
 - Large windows oriented to enhance horizontal features.
 - Prominent use of glass at pedestrian level.

- Entry ways delineated by overhangs, pedestrian scaled features and lighting.
- Use of first floor architectural features to create a human scaled environment.
- Use of quality materials such as wood, brick or stone.
- Use of setbacks in buildings over two stories to reduce the perceived mass of the structures.
- Prominent massing at the corners of Whitney Way/Odana and Whitney Way/Tokay to accentuate the intersections and distinguish the development from surrounding commercial uses.

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Map 11.1: Westgate Mall Redevelopment Schematic

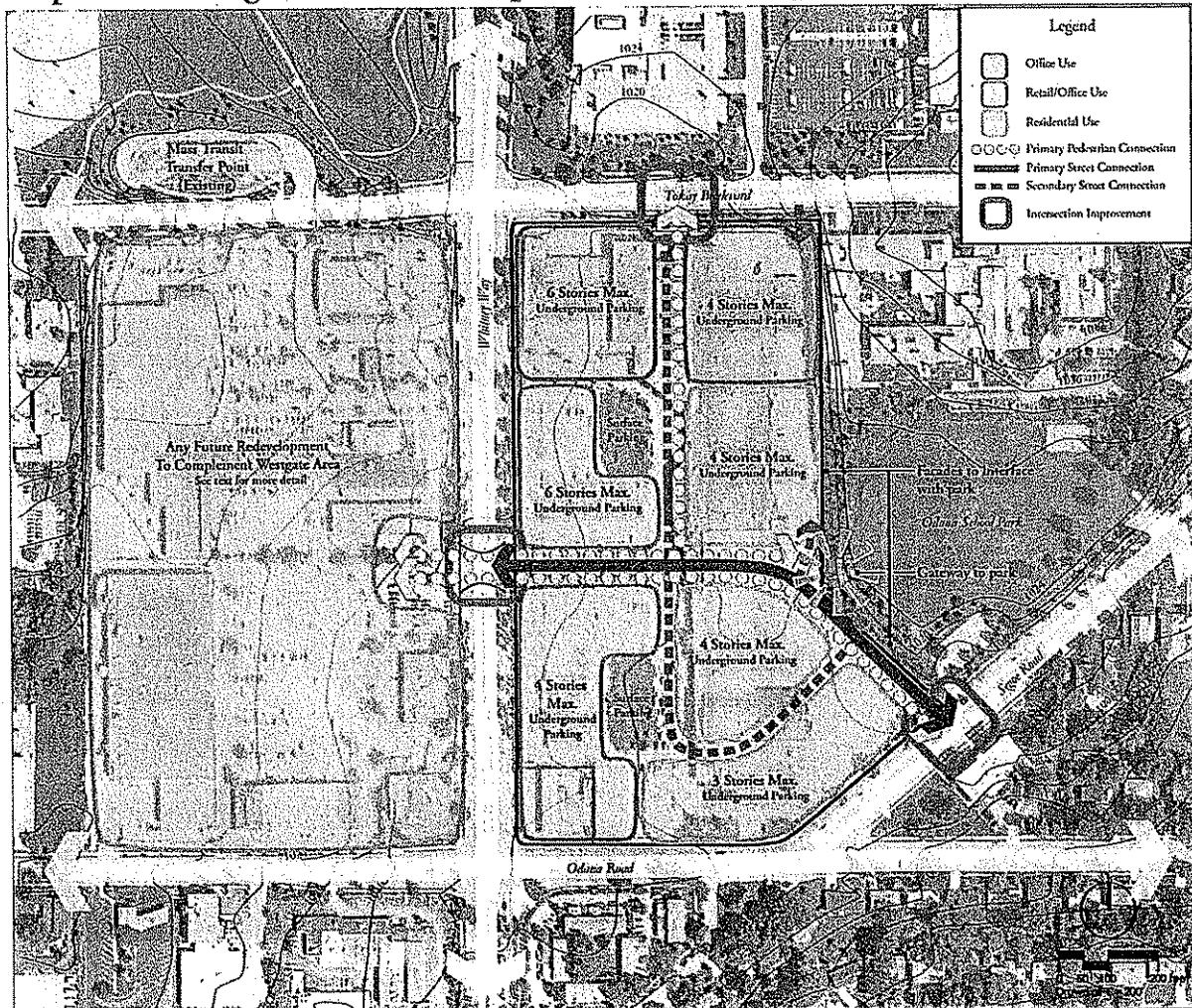


Source: Vierbicher Associates, City of Madison 2008

- In addition to structural elements, the site as a whole should incorporate as many of the following streetscaping elements as possible:
 - Encourage new public or private streets through the site to break it into appropriately scaled blocks.
 - Pedestrian scale lighting along all intended pedestrian paths.
 - Seating along sidewalks and in designated gathering places.
 - Design for/enhance street terraces along Whitney Way, Tokay Boulevard, Odana Road and Segoe Road to accommodate landscaping and street trees.
 - Landscaping and plantings to enhance the visual appeal of the site from pedestrian and vehicular circulation routes and that do not encroach into the pedestrian walking area.
 - Ample and secure bicycle parking

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Map 11.1a: Westgate Mall Redevelopment Schematic Option A



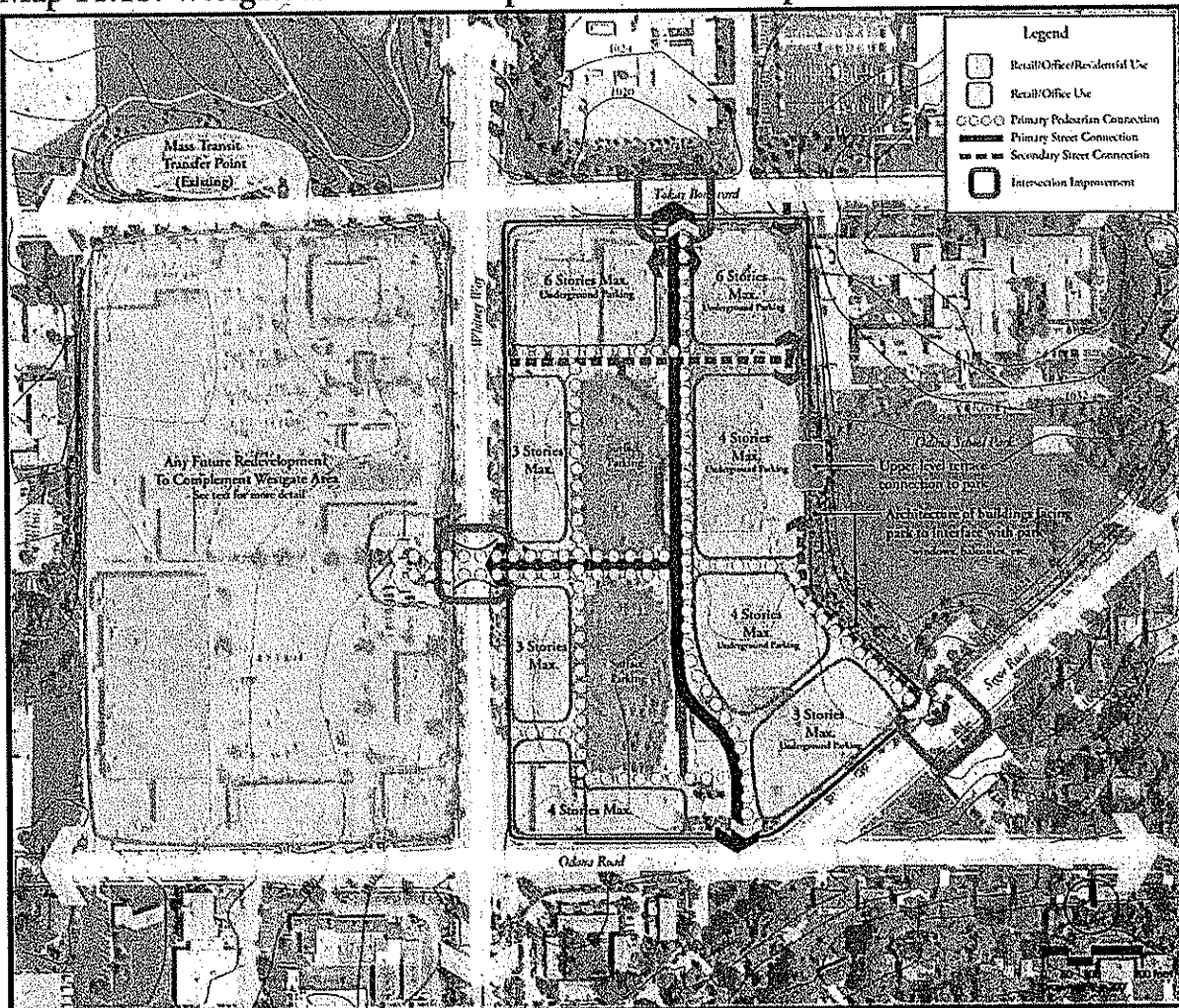
Source: Vierbicher Associates, City of Madison 2008

Appropriate Uses:

- Retail, professional services and personal services on the first, and if necessary, the second floor. Given its location within a large commercial node which supplies substantial general retail space, future development at the Westgate Mall site may best be targeted at complimentary niche and small scale retail and service establishments.
- Office, commercial, professional services and/or residential would appropriate uses on the upper floors. See the *Economic Development Section* for more details on potential for office space.
- To meet the demand of the Comprehensive Plan's vision for TODs, residential densities should be no less than 18 dwelling units per acre.

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Map 11.1b: Westgate Mall Redevelopment Schematic Option B



Source: Vierbicher Associates, City of Madison 2008

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Linkages:

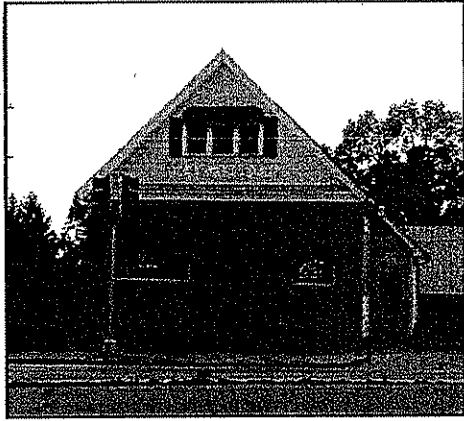
- The site should be linked to surrounding alternative transportation infrastructure by providing well marked, well lit, high quality bus stops and pedestrian entrances at bus drop off/pick up locations.
- As redevelopment occurs at this site and the site across Whitney Way, the potential for relocating and integrating the west transfer point into the new site design should be explored.
- Incorporate bus stop designs into buildings along Whitney Way, Odana Road, Segoe Road and Tokay Boulevard.
- Link the site to the surrounding residential and employment nodes by creating pedestrian and bicycle paths and crossings from surrounding residential and employment areas.
- Automobile linkages should be improved by upgrading the existing Westgate entrance off of Tokay Boulevard, and moving it further east away from the signalized intersection at Whitney Way.
- Changes to all intersection and entrances should improve traffic and pedestrian safety.
- All future development should be intentionally linked to all pedestrian, bicycle and mass transit infrastructure which is near the site.
- If redevelopment sites are located mid-block and space on the site allows, public pedestrian connections should be provided to enhance pedestrian connectivity throughout the neighborhoods.

Parking:

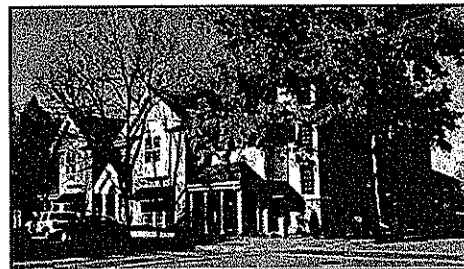
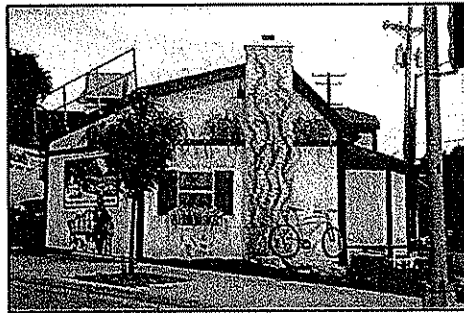
- All efforts should be made to limit the amount of surface parking at the site through the inclusion of underground parking and parking structures. In particular, a small parking structure located on the Tokay Boulevard side of the site should be explored. Because of the grade change near Tokay Boulevard, a parking structure located in that position would take advantage of existing topography and may allow for a second floor entrance with parking below. This would reduce the visual impact of a parking structure and provide a more efficient use of the site.
- The first floor of parking structures should have active land uses in highly visible areas.
- Sub-surface parking topped with public plaza or greenspace is encouraged in order to improve stormwater management and enhance overall design.
- Any surface parking which is included should be located behind the structures or in the interior of the site, and shielded from the residential neighborhoods and roadways.
- Include ample and secure bicycle parking near all building entrances.

Open Space:

- Any future development should include high-quality public open space at approximately five percent of total site area (per the Comprehensive Plan's TOD recommendation). It should be noted that the Odana School Park is not counted towards the needed five percent of open space. In addition, if the site redevelops as two or more independent projects, the space should be organized into a connected open space system which includes no more than three primary spaces. All of the open space should be connected and easily accessible from almost all locations on the site.
- Open space should include usable landscape and hardscape which could include benches, tables, grassy areas, etc.



Existing commercial development: the Village Bar, above, and a view of the mural on Madeleine's Patisserie, below.



New development at the Mineral Point/Speedway/Glenway intersection should be 2-3 stories in height and fit in with the residential character of the surrounding neighborhoods.



- The primary open space(s) should be located on the eastern side of the redevelopment, buffered from busy streets and providing a pedestrian and bicycle connection to the surrounding neighborhoods and the adjacent Odana School Park. Pedestrian and bicycle linkages, plazas, pocket parks and landscaping should be included throughout the site which integrates the primary open space into the overall development. This could be a roof-top terrace above a parking structure.

Mineral Point Road/Speedway Road/Glenway Street Intersection

The Mineral Point Road/Speedway Road/Glenway Street intersection holds a number of potential future redevelopment sites. This intersection is identified as a Neighborhood Mixed-Use (NMU) site by the City's Comprehensive Plan. These recommendations should be considered a baseline upon which the recommendations in this plan will expand. The following are specific recommendations provided by the Comprehensive Plan for NMU sites:

- Generally, buildings should be between two and four stories in height. Specific height standards should be established in neighborhood or special area plans, and should be compatible with the scale and intensity of the adjacent neighborhood. One-story buildings may be appropriate in limited circumstances but are not encouraged.
- Gross square footage of commercial buildings (including single-tenant and multi-tenant buildings) should not exceed 10,000 square feet, except for neighborhood-serving grocery stores, which should not exceed 25,000 square feet.

Because this area is a convenient crossroads of more than one neighborhood, the intersection would likely see redevelopment as a small scale neighborhood-serving node. The properties in this area have a high level of interaction with the surrounding residential neighborhoods and thus future redevelopment must be very sensitive to local form and character. Accompanying the text recommendations is an example concept plan which shows one way these recommendations could translate into site design.

Heights:

- All potential redevelopment at this intersection should not exceed two stories with the exception of the triangular parcel at the northeast corner of the Speedway Road/Glenway Street intersection (parcel nos. 070921319070, 070921319088, 070921319096). This area could potentially have a three story structure if sufficient setbacks were included and the structure was properly located within the site.

AGENDA # 5

City of Madison, Wisconsin

REPORT OF: URBAN DESIGN COMMISSION	PRESENTED: January 21, 2009
TITLE: 160 Westgate Mall – New Construction/Addition/Remodeling of Retail in Excess of 40,000 Square Feet; Hy-Vee Grocery Store/Westgate Mall. 20 th Ald. Dist. (12582)	REFERRED: REREFERRED: REPORTED BACK:
AUTHOR: William A. Fruhling, Acting Secretary	ADOPTED: POF:
DATED: January 21, 2009	ID NUMBER:

Members present were: Bruce Woods; Chair, Todd Barnett, Richard Slayton, Ald. Marsha Rummel, Ron Luskin, Dawn Weber, Mark Smith, Richard Wagner, Jay Ferm, and John Harrington.

SUMMARY:

At its meeting of January 21, 2009, the Urban Design Commission **GRANTED FINAL APPROVAL** of new construction and remodeling of retail in excess of 40,000 square feet for a Hy-Vee grocery store at 160 Westgate Mall. Appearing on behalf of the applicants were Pete Hosch, Henry A. Gempeler, John Brehm, John Lichtenheld, Jason Bost, David Schreiber, Bob Johnson, Marge Axelson, Matt Paske, John Schulte, and Bill Dunlop. The applicants described changes to the site circulation, including moving the entrance from Odana Road to the west and providing an access drive between the Hy-Vee building and the TJ Maxx building. They also described improvements proposed to Segoe Road and Odana Road as part of this project, noting that they are supported by the Traffic Engineering Division. The Hy-Vee building has been moved approximately 15-feet to the southeast. Revisions to the building elevations were also summarized, noting that all windows are real and that EIFS is used only on the parapet and upper level detailing. The proposed design for the south wall of the TJ Maxx building was also shown.

The Commission asked about whether the project met the requirements of the City's large format retail establishment ordinance. Hosch stated that the proposal does not meet all of them due to the economics of the project. Gempeler stated that the ordinance provides flexibility in applying the requirements to redevelopment sites.

The Commission discussion focused on the following issues:

- The relationships among facade elements – particularly on the front façade – such as the patterns of window mullion and scoring patterns in the precast stone.
- Alternatives for enhancing the site at the northwest corner of the building to make it more pedestrian friendly and provide a better outdoor cafe space.
- The need for more tree islands in the parking lot.
- Enhancements to the Segoe Road entrance.
- The importance of this project for the shopping center.

Ald. Thuy Pham-Remmele urged the Commission to approve the project because it is good for the shopping center and the community.

Chris Schmidt, and Denis Lamb (both representing the Midvale Heights Westmorland Joint Steering Committee) clarified that their neighborhoods recently received the revised plans and had not taken a formal position of them.

Registering in support were Gary Baldarota, Jim Rodman, John Schneider, Chris Schneider, Mary Lou Reerwand, Jeff Daniels, Terry Gulesarian, Mel Perttunen, and Scott Carlson. Registering as neither in support nor opposition were Judy Skog (representing the Midvale Heights Westmorland Joint Steering Committee) and Paul Haskew.

ACTION:

On a motion by Luskin, seconded by Rummel, the Urban Design Commission **GRANTED FINAL APPROVAL** of new construction and remodeling of retail in excess of 40,000 square feet for a Hy-Vee grocery store at 160 Westgate Mall, subject to the following conditions as approved by staff:

1. Revising the architectural details of the front facade as discussed by the Commission.
2. Replacing some of the parking stalls at the northwest corner of the building with tree islands, and studying the use of a traffic table at the intersection of the two drive isles at this location.
3. Reducing the curb radii on the Odana Road driveway.
4. Adding an additional north-south row of tree islands in the parking lot.
5. Securing approval from the City to install landscaping in the park as shown.
6. Specifying the style of bicycle rack to be used.
7. Studying the installation of lighting along the south wall of the TJ Maxx building.
8. Studying treatments to make the Segoe Road access a more attractive entrance.
9. Signage must be approved by the Urban Design Commission.

The motion passed on a vote of (8-1-1) with Ferm voting no and Woods abstaining.

Prior to the prevailing motion, Ferm moved, seconded by Rummel, to grant initial approval with the plans to be revised to reflect the building, site and landscape details that were discussed at this meeting. That motion failed on a vote of (2-7-1) (Rummel, Weber, Barnett, Slayton, Harrington, Luskin and Wagner voted no, and Woods abstained).

After the Commission acts on an application, individual Commissioners rate the overall design on a scale of 1 to 10, including any changes required by the Commission. The ratings are for information only. They are not used to decide whether the project should be approved. The scale is 1 = complete failure; 2 = critically bad; 3 = very poor; 4 = poor; 5 = fair; 6 = good; 7 = very good; 8 = excellent; 9 = superior; and 10 = outstanding. The overall ratings for this project are 5, 6, 6, 6, 6, 6.5, 7 and 7.

URBAN DESIGN COMMISSION PROJECT RATING FOR: 160 Westgate Mall

	Site Plan	Architecture	Landscape Plan	Site Amenities, Lighting, Etc.	Signs	Circulation (Pedestrian, Vehicular)	Urban Context	Overall Rating
Member Ratings	5	6	6	6	6	5	6	6
	-	-	-	-	-	-	-	6
	6.5	6	6	7	-	7	8	6.5
	6	6	5	-	-	6	7	6
	8	5	6	-	-	8	5	7
	-	-	-	-	-	-	-	7
	-	-	-	-	-	-	-	5
	6	5	5	-	-	6	6	6

General Comments:

- It's all about the traffic and safety. Great idea to move building south and add drive lane and parking to north of building.
- Overall much improved but architecture not there yet.
- Revitalizing an aging mall with a grocery store is very exciting. Positive impact already considering all the people who attended the last three meetings.
- Key improvements OK!
- Site plan and traffic issues well considered and well resolved. Architectural issues not adequately considered.

AGENDA # 6

City of Madison, Wisconsin

REPORT OF: URBAN DESIGN COMMISSION

PRESENTED: January 7, 2009

TITLE: 160 Westgate Mall – New
Construction/Addition/Remodeling of
Retail in Excess of 40,000 Square Feet;
Hy-Vee Grocery Store/Westgate Mall. 20th
Ald. Dist. (12582)

REFERRED:

REREFERRED:

REPORTED BACK:

AUTHOR: Alan J. Martin, Secretary

ADOPTED:

POF:

DATED: January 7, 2009

ID NUMBER:

Members present were: Bruce Woods, Chair; Mark Smith, Dawn Weber, Richard Wagner, Richard Slayton, Jay Ferm, Marsha Rummel, Todd Barnett and John Harrington.

SUMMARY:

At its meeting of January 7, 2009, the Urban Design Commission **REFERRED** consideration of new construction/addition/remodeling of a retail center located at 160 Westgate Mall. Since Woods abstained, the Vice-Chair Barnett acted as Chair on this item. Appearing on behalf of the project were Henry A. Gempeler, Pete Hosch, John Brehm, Bob Johnson and William H. Dunlop, all representing Hy-Vee; E. Patrick Listermann and Paul Zarnikow, representing J. Herzog; Matt Paske and Marge Axelsen, representing Westgate Mall; David Schreiber, Kathy Wedig, Nadine Pfotenhauer, Mary Lou Reinward, Jim Rodman, Karl Schlenker, Jerry Gulesserian, Theresa Shimmers, Gary Baldarotta and Anne Albrecht. Appearing neither in support nor opposition were Denise Lamb, representing Joint Steering Committee; Chris Schmidt and Mike Slavney, representing the Westmoreland/Midvale Heights Neighborhood Planning Committee; Ed Freer and Judy Skog. Hosch, Brehm and Atty. Gempeler provided an update on the modified plans that was followed by public testimony both for and against the development proposal. Following the presentation, public testimony and discussion by the Commission, Wagner made the motion for referral, seconded by Rummel. The motion stated the Commission's appreciation for the turnout and the significance of Westgate in providing services to the area residents. The motion emphasized the need for the applicant to provide the traffic study, details of the plaza and its design, address concerns stated within the December 17, 2008 report on this item, in addition to the following:

- Still too much hard space in parking lot; need more trees.
- The pharmacy drive-up with liquor next to parking is dangerous; eliminate parking, reduce conflicts.
- The regulations for "big box," require more information to determine if met.
- Provide details on canopies' width and design, and sidewalk width.
- Qualify grade changes between eastern elevation and easterly lot line adjacent to the park.
- Consider the use of a green roof system or PDM roof.
- Provide more articulation of the eastern elevation.
- Proposed plantings in the adjacent park needs a maintenance program.
- Provide more trees in the parking lot.
- Look at grouping of trees in parking lot tree islands and around building.

- Look at pedestrian “desire” lines to determine number and location of parking lot walkways.
- Provide tree islands at an interval of 12-15 parking stalls.
- Plaza treatment critical for “eyes on the street;” especially for the T.J. Maxx façade design.
- Consider bringing cars across front façade with the realignment of the Odana Road drive aisle.
- Fully address traffic related issues per previous review of project including a TDM plan.
- Provide details on pharmacy drive-up, surface parking and Odana Road driveway conflicts.
- Provide a readable chart that identifies parking per tenant lease area.

ACTION:

On a motion by Wagner, seconded by Rummel, the Urban Design Commission **REFERRED** this item. The motion was passed on a vote of (8-0-1) with Woods abstaining. The motion required address of the above stated concerns.

After the Commission acts on an application, individual Commissioners rate the overall design on a scale of 1 to 10, including any changes required by the Commission. The ratings are for information only. They are not used to decide whether the project should be approved. The scale is 1 = complete failure; 2 = critically bad; 3 = very poor; 4 = poor; 5 = fair; 6 = good; 7 = very good; 8 = excellent; 9 = superior; and 10 = outstanding. The overall ratings for this project are 5, 5, 5, 5 and 6.

URBAN DESIGN COMMISSION PROJECT RATING FOR: 160 Westgate Mall

	Site Plan	Architecture	Landscape Plan	Site Amenities, Lighting, Etc.	Signs	Circulation (Pedestrian, Vehicular)	Urban Context	Overall Rating
Member Ratings	6	4	5	6	-	5	5	5
	-	-	-	-	-	2	-	-
	5	6	6	6	-	4	6-7	6
	5	6	5	5	5	4	5	5
	-	-	-	-	-	-	-	5
	5	5	5	-	-	4-5	-	5

General Comments:

- Not sure why you were at UDC today with all the 11th hour info and not addressing large retail ordinance issues. Support your mission to update mall and hope property owners choose to look at entire mall versus redeveloping grocery store.
- Insufficient progress was made by applicant since last presentation. Solutions for traffic problems need to be presented for project to move forward. Traffic Engineering needs to work with applicant and neighborhood to get to solution.
- Traffic, traffic, traffic. Interesting, good potential but needs to meet neighborhood plan.
- LEED qualified? Good idea. Traffic and circulation is a problem, it must be resolved in a comprehensive way. Look at and plan entire site, not just Hy-Vee area.
- Parking lot access/traffic study is the primary issues.



Department of Planning & Community & Economic Development
 Planning/Neighborhood Preservation & Inspection/Economic & Community Development
 Mark A. Olinger, Director

Bradley J. Murphy
 Planning Division
 215 Martin Luther King, Jr. Boulevard
 P.O. Box 2985
 Madison, WI 53701-2985
 (608) 266-4635

REVIEW REQUEST FOR:

- PRELIMINARY PLAT
- FINAL PLAT
- LOT DIVISION/CSM
- CONDITIONAL USE
- DEMOLITION
- REZONING
- INCLUSIONARY ZONING
- OTHER

160 Westgate Mall
Revise Planned Commercial Site to Allow Construction of Hy-Vee Grocery Store
 Westgate Mall 1999, LLC/Bill Dunlop - Foth Infrastructure & Environment, LLC

PLANNING DIVISION CONTACT: Tim Parks

RETURN COMMENTS BY: 29 January 2009

PLEASE ALSO EMAIL OR FAX ANY COMMENTS TO THE APPLICANT:

Applicant E-mail: eminton@aol.com Fax: 256-1428
 Date Submitted: 17 December 2008 Plan Commission: 09 February 2009
 Date Circulated: 19 December 2008 Common Council: _____

CIRCULATED TO:

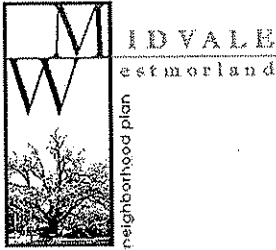
- | | | |
|---|--|--|
| <input type="checkbox"/> ZONING | <input type="checkbox"/> DISABILITY RIGHTS | <input checked="" type="checkbox"/> ALD. <u>Pham-Remmele</u> DIST. <u>20</u> |
| <input type="checkbox"/> FIRE DEPARTMENT | <input type="checkbox"/> POLICE DEPT. - THURBER | <input type="checkbox"/> MADISON GAS & ELECTRIC |
| <input type="checkbox"/> PARKS DIVISION | <input type="checkbox"/> CITY ASSESSOR - M. RICHARDS | <input type="checkbox"/> ALLIANT ENERGY |
| <input type="checkbox"/> TRAFFIC ENG. | <input type="checkbox"/> MADISON METRO - SOBOTA | <input type="checkbox"/> A T & T |
| <input type="checkbox"/> CITY ENG. - DAILEY | <input type="checkbox"/> MMSD BOARD, C/O SUPT. | <input type="checkbox"/> T D S |
| <input type="checkbox"/> CITY ENG. - PEDERSON | <input type="checkbox"/> PUBLIC HEALTH - SCHLENKER | <input type="checkbox"/> MT. VERNON TELE |
| <input type="checkbox"/> WATER UTILITY | | |
| <input type="checkbox"/> CDBG - CONSTANS | <input type="checkbox"/> NEIGHBORHOOD ORGANIZATION | |
| <input type="checkbox"/> REAL ESTATE - EKOLA | | |

- Review the above as per time schedule set in Chapter 16.23(5)(b)2; 16.23(5)(3)3; or Chapter 28, City of Madison Ordinance; OR your agency's comments cannot be considered prior to action.
- One copy for your files; one copy for file of appropriate telephone company; PLEASE RETURN one copy with joint comments.
- The above is located in your district. A copy is on file in the Planning Division Office for review. If you have any questions or comments, contact our office at 266-4635.
- The above is located within or near the limits of your neighborhood organization. A copy is on file in the Planning Division Office for review. If you have any questions or comments, contact our office at 266-4635.

RETURN COMMENTS TO: PLANNING DIVISION, DEPT. OF PLANNING & COMMUNITY & ECONOMIC DEVELOPMENT, ROOM LL100 MMB, 215 MARTIN LUTHER KING JR. BLVD.

NO COMMENTS / YOUR COMMENTS:

This project will be the key for revitalization of Westgate Mall. In these hard economic times it will create hundreds of jobs and add to our city tax base. The Mall has been languishing with businesses leaving for years patrons are intimidated seeing empty hallways and parking lots. Safety concerns are very real. A grocery store to generate more customers and bring people in is a good start. Alder Thuy Pham-Remmele District 20



January 7, 2009

Members of the Urban Design Commission
City of Madison
Madison, Wisconsin

Re: Proposed HyVee Grocery at Westgate

Commission Members:

We are submitting this letter to advise you of the concerns we have expressed about the current site plan for the HyVee grocery store proposed for Westgate. We have met with representatives of HyVee and J. Herzog, the owner of Westgate Mall, and advised them of these concerns. This letter documents the points that we raised during that discussion.

Traffic Issues:

Entrance from Odana. This entrance is currently unsafe, and additional traffic at the site will only exacerbate the problem. We believe that the proposed redevelopment at the south end of Westgate is an excellent opportunity to address long-standing traffic problems at this entrance.

Entrance from Whitney Way. We would support installation of a stop light to ensure pedestrian safety and easy access to retail on both sides of Whitney Way.

Pharmacy drive-up: The current drawing appears to show the traffic direction in the drive-up lane as being from north to south. This means that a car exiting the drive-up will have to contend with traffic from the right that is making a sharp left turn and traffic from the left that is entering the parking lot off Odana Road. We recommend that traffic in the drive-up window lane(s) move from south to north only.

Rear truck turning movements: The truck movements into and out of the loading dock from the street are unclear, therefore the safety of pedestrians using the walkway from Segoe Road is unknown. The turning movements should be clarified and the safety of pedestrians ensured.

Bus service: Consider better bus service to the mall, including making provisions for bus traffic within the mall property and a bus shelter at the existing stop along Whitney Way.

Pedestrian Issues:

Sidewalk in front of store (west side): This should be wider to encourage walking and allow for shade trees to be planted.

Entrance road from Whitney Way: There should be a sidewalk on both sides of the entrance drive from Whitney Way (plan only shows sidewalk on north side).

Walkways in parking lot: To make lot more pedestrian friendly, extend walkway the length of the parking lot from southern entrance to the store on west side.

Pedestrian passage between HyVee and TJ Maxx:

With an eye toward pedestrian safety and building appearance, we have the following questions:

- What will the exterior of the south side of TJ Maxx look like? The Joint Steering Committee requests an elevation for the south side of the building housing TJ Maxx. Can additional functional windows be installed on the first floor of the north side of the HyVee building to promote pedestrian safety?
- How wide is the arcade between the buildings? Can it be made wider so as to be more functional and safer and more inviting to pedestrians?
- Can additional windows be installed on the first floor of the north side of the HyVee building to promote pedestrian safety?
- What lighting/security is planned for the arcade?

Appearance of HyVee building:

- UDC requested windows in eastern façade; no changes appear to have been made. Are alterations planned? In lieu of windows, we would request consideration of using vertical green systems to help enhance the architecture of the east elevation of the building and make the building greener from a design, energy efficiency and general sustainability.
- The east side of the building is visible from both Odana Road and Segoe Road. We would like the trash compactors, loading docks, and areas likely to be used for outside storage to be screened from these roadways.
- As noted above, windows in north wall would make the building more attractive and contribute to security in the arcade.
- Due to the topography change, views from Odana Park onto the HyVee roof are possible. We would like to see a roof plan showing the location and appearance of HVAC and other equipment.

General Lighting:

- We request shorter light poles (20 ft) in parking lot to decrease wattage required in lamps and make the lights more human in scale.
- Adhere to all dark-sky lighting requirements. Use cutoff fixtures.

Green elements:

- We strongly encourage HyVee to explore the possibility of installing a green roof or a roof garden.
- Building should be LEED qualified if not LEED certified.

Thank you for your time. Several members of the Midvale Heights-Westmorland Joint Steering Committee will be attending the UDC meeting on January 7 and will be available to answer questions.

Sincerely,

Denise Lamb, Joint Steering Committee Member

Cc: Patrick Listerman (J. Herzog), Dave Schreiber (Schreiber Anderson Associates), Hank Gempeler (Foley & Lardner), Thuy Pham-Remmele (Alder, District 20).



February 6, 2009

City of Madison
Planning Commission
Madison, WI

Re: Legistar I.D. #13534
160 Westgate Mall
Conditional Use – Planned Commercial Site

Dear Plan Commission:

Hy-Vee, Inc. (Hy-Vee) has had the opportunity to review the Planning Division Report prepared by Timothy Parks and is willing to work with Planning Division to satisfy the Proposed Conditions of Approval with the following exceptions and reasons therefore:

2. That no outdoor sales occur along the sidewalks adjacent to the perimeter of the proposed grocery store building or in any of the parking areas.
 - We would ask that this condition not preclude Hy-Vee's ability to sell seasonal plants, garden items, and pumpkins along the west and south elevations so long as said sales area does not interfere with pedestrian connectivity.
- 3a.) The northern façade shall be revised to incorporate wall plane projections or recesses having a depth of at least three percent 3% of the total length of the façade and extending at least 20% of the length of the façade.
 - The economics of this project have escalated to the point that this modification will likely make the project infeasible. Cost escalations include but are not limited to:
 - Significant off-site modifications to the surrounding roadways to improve circulation and safety in the area
 - Construction conditions related to environmental issues
 - Reconstruction of the mall entrance and TJ Maxx elevation
 - Streetscape connection between the buildings to Segoe
 - Modifications to the internal layout of our building to accommodate a functioning entrance on Odana
 - The +/- 7' projections along the north elevation, which faces TJ Maxx, would all but eliminate the pedestrian connectivity to Segoe by leaving spans of sidewalk that are only 3' wide. Although the connection between the buildings will be well lit and monitored by surveillance cameras, the projections could create potentially unsafe alcoves
- 3b.) The rooflines along the entire northern and eastern walls of the building shall be varied with a change in height every 75 linear feet in a fashion similar to the other facades.
 - We agree to work with Planning Division to address this condition on the east elevation through the use of higher parapets that could replace the rooftop equipment screens. We are not in a position to address this condition on the north elevation due to the economic constraints addressed above and further, these changes in height would

not be visible from adjacent properties and the height changes would have limited aesthetic value due to the limited width of the space.

3c.) The applicant work with Planning Division as part of the final signoff of this project to incorporate landscaped areas where possible along at least 50% of the length of pedestrian walkways leading to public sidewalks and along the western façade. This may be accomplished by adjusting the widths of the pedestrian aisles and/or parking lot drive aisles.

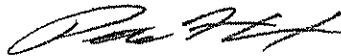
- We will work with Planning Division to incorporate landscaping within the pedestrian walkway, at its proposed width, leading from Hy-Vee to Whitney Way as narrowing the drive aisles would make them unsafe
- We are unable to add landscaping to the west elevation as it leads to moisture issues with our interior finishes, creates conflicts with pedestrian and cart activity, and the area is simply not conducive to successful plant growth. Our landscaping plan has tried to overcompensate in other areas to account for a lack of landscaping along the front façade.

The Large-Format Retail Establishment Ordinance, as noted in the report by Planning Division, states its intent is to seek improvements while recognizing that existing constraints will likely make full compliance with all provisions difficult or infeasible. Hy-Vee does not claim to strictly comply with said Ordinance nor does this first step in redevelopment completely meet the long term goals set forth in the Comprehensive Plan. What our plan does do is put construction crews and design professionals to work. It adds to the City of Madison's tax base. It will create 350 to 400 new jobs, which in turn have a positive economic multiplier effect on the area as a whole. Most importantly it gives all the small business owners who have made Westgate Mall their home over the years a chance to survive and thrive in these tumultuous economic times.

I appreciate your thoughtful consideration of our project. Thank you.

Sincerely,

HY-VEE, INC.



Pete Hosch
Assistant Vice President, Real Estate